



Pramerica

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 4th Extraordinary General Meeting of the Members of DHFL Pramerica Trustees Private Limited (the “**Company**”) will be held on **Friday, July 19, 2019** at **11:30 A.M.** at the Registered Office of the Company at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 030 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 - TO APPROVE CHANGE IN THE NAME OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to the approval of the Central Government/ Registrar of Companies (Mumbai) and such other regulatory and statutory approvals as may be required under applicable law, consent of the members of the Company be and is hereby accorded to the change of name of the Company from “DHFL Pramerica Trustees Private Limited” to “PGIM India Trustees Private Limited” upon issuance of a fresh certificate of incorporation by the Registrar of Companies to the Company with the name “PGIM India Trustees Private Limited”.

“**RESOLVED FURTHER THAT** pursuant to such change in name in accordance with Section 13 the name “DHFL Pramerica Trustees Private Limited” appearing in the Memorandum of Association and Articles of Association of the Company shall be replaced by the name “PGIM India Trustees Private Limited” with effect from the date of grant of the fresh certificate of incorporation by the Registrar of Companies.

RESOLVED FURTHER THAT any one of the Directors of the Company and Sandeep Kamath, Head - Compliance & Legal of DHFL Pramerica Asset Managers Pvt. Ltd., be and are hereby severally authorized, either jointly or severally, to take necessary steps and to do all such acts, deeds and things as may be required from time to time including all actions required to obtain the consent of the Registrar of Companies, Maharashtra, Mumbai and Fresh Certificate of Incorporation consequent on Change of Name of the Company.”

BY ORDER OF THE BOARD OF DIRECTORS

For DHFL Pramerica Trustees Private Limited

Place: Mumbai

Date: July 18, 2019



S.A. Shah

DIRECTOR

Sujal Shah

DIN- 00058019

Registered Office:

DHFL Pramerica Trustees Private Limited
Nirlon House, 2nd Floor,
Dr. Annie Besant Road,
Worli, Mumbai – 400030.

DHFL Pramerica Trustees Pvt. Ltd. (erstwhile Pramerica Trustees Pvt. Ltd.)

2nd Floor, Nirlon House, Dr. A.B. Road, Worli, Mumbai - 400030 | Tel: +91-22-6159 3000 | Fax: +91-22-6159 3100 | www.dhflpramerica.com
Corporate Identity No. U67190MH2009FTC193009 | A joint venture between DHFL and Prudential Financial, Inc. (USA)

NOTES:

1. Members as on records on the date of the notice only shall be eligible to attend the meeting.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself/herself. A proxy need not be a member of the Company. Proxies in order to be effective must be received at the registered office of the Company before the time fixed for commencement of the meeting.
3. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1 - TO APPROVE CHANGE IN THE NAME OF THE COMPANY:

Pursuant to the Share Purchase Agreement dated February 21, 2019 executed between the Company, PGLH Of Delaware, Inc. ("PGLH"), Dewan Housing Finance Corporation Limited and others, as amended from time to time for acquisition of up to 50% of paid-up share capital of the Company by PGLH, it is proposed to change the name of the Company from "DHFL Pramerica Trustees Private Limited" to "PGIM India Trustees Private Limited".

The Registrar of Companies, Mumbai, has confirmed the availability of the new name to the Company.

The change in name will result in consequential changes in the Memorandum of Association and Articles of Association of the Company and accordingly, wherever the name "DHFL Pramerica Trustees Private Limited" appears in the Memorandum of Association and Articles of Association of the Company, the same be replaced by the name "PGIM India Trustees Private Limited" once the name change is approved by the Central Government and the fresh certificate of incorporation is issued by the Registrar of Companies.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS

For DHFL Pramerica Trustees Private Limited

Place: Mumbai
Date: July 18, 2019



S.A. Shah
DIRECTOR
Sujal Shah
DIN- 00058019

Registered Office:

DHFL Pramerica Trustees Private Limited,
Nirlon House, 2nd Floor,
Dr. Annie Besant Road,
Worli, Mumbai – 400030.

DHFL Pramerica Trustees Private Limited
CIN - U74900MH2008FTC187029

ATTENDANCE SLIP

4th Extraordinary General Meeting held on Friday, July 19, 2019 at 11:30 A.M.

Regd. Folio No. _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 4th Extraordinary General Meeting of the Company held on **Friday, July 19, 2019 at 11:30 A.M.** at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

DHFL Pramerica Trustees Private Limited
CIN - U74900MH2008FTC187029

4th EXTRAORDINARY GENERAL MEETING
Friday, July 19, 2019 at 11:30 A.M.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

Name of the Member:

Registered Address:

Email ID:

Folio No. / Client ID:

I/We, being the member(s), holding _____ Shares of the above Company, hereby appoint:

1. Name:
Address:
Email ID:
Signature _____ Failing him / her;
2. Name:
Address:
Email ID:
Signature _____ Failing him / her;

as my / our proxy to attend and vote for me/ us / our behalf at the 4th Extraordinary General Meeting to be held on **Friday, July 19, 2019 at 11:30 A.M.** at the Registered Office of the Company situated at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	For	Against
		Optional*	
Special Business:			
1	To approve change in the name of the Company		

Signed this _____ day of _____ 2019.

Shareholder Signature:

Signature of the Proxy holder:

Notes:

1. Proxies in order to be effective, must be received at the registered office of the company before the time fixed for commencement of the meeting.
2. * It is optional to put "X" in the appropriate column against indicated in the Box. If you leave the column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete the form before submission.



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Nirlon House

Dr Annie Besant Rd

Hanuman Nagar, Worli

Mumbai, Maharashtra 400030

India



Directions



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phone



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